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Jeffrey B. Ellman

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
In re : Chapter 11  
:  
Old Carco LLC : Case No. 09-50002 (AJG)  
(f/k/a Chrysler LLC), *et al.*,<sup>1</sup> :  
:  
Debtors. : (Jointly Administered)  
:  
X  
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**NOTICE OF HEARING ON  
ELEVENTH OMNIBUS MOTION OF DEBTORS AND  
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER  
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

<sup>1</sup> A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at [www.chryslerrestructuring.com](http://www.chryslerrestructuring.com).

1. A hearing to consider the Eleventh Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"), filed by the above-captioned debtors and debtors in possession (the "Debtors"), shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **July 16, 2009, at 10:00 a.m. (New York time)**.

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), so as to be actually received by the parties on the Special Service List (as defined in the Case Management Order) and the parties to the executory contracts sought to be affected not later than **4:00 p.m. (New York time) on June 29, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Motion, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at [www.chryslerrestructuring.com](http://www.chryslerrestructuring.com).

Dated: June 18, 2009  
New York, New York

Respectfully submitted,

/s/ Corinne Ball

Corinne Ball  
Veerle Roovers  
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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

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**PARTIES RECEIVING THIS ELEVENTH OMNIBUS MOTION  
SHOULD LOCATE THEIR NAMES IN THE ATTACHED EXHIBIT A**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> , <sup>1</sup>	:	
	:	(Jointly Administered)
Debtors.	:	
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<sup>1</sup> A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at [www.chryslerrestructuring.com](http://www.chryslerrestructuring.com).

**ELEVENTH OMNIBUS MOTION OF DEBTORS AND  
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER  
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

TO THE HONORABLE ARTHUR J. GONZALEZ,  
UNITED STATES BANKRUPTCY JUDGE:

Old Carco LLC (f/k/a Chrysler LLC) ("Old Carco") and its affiliated debtors and debtors in possession (collectively with Old Carco, the "Debtors") respectfully represent as follows:

**Background**

1. On April 30, 2009 (the "Petition Date"), Old Carco and 24 of its affiliated Debtors (collectively, the "Original Debtors") commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On May 19, 2009, Debtor Alpha Holding LP ("Alpha") commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors, pursuant to section 1102 of the Bankruptcy Code.

4. As of the Petition Date, the Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Old Carco Companies") comprised one of the world's largest

manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Old Carco Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States.

5. For the 12 months ended December 31, 2008, the Old Carco Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. In connection with the commencement of these cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC (n/k/a Chrysler Group LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain liabilities of Old Carco and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

7. On May 31, 2009, this Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229) (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (Docket No. 3232)

(the "Sale Order"). On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

### **Jurisdiction**

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

9. Pursuant to section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order authorizing them to reject all of their executory contracts (collectively, the "Contracts") with the parties identified on Exhibit A (collectively, the "Non-Debtor Counterparties") effective as of the date hereof.

### **Facts Relevant to This Motion**

10. The Debtors have engaged in a review of certain of their executory supplier contracts. As a result of their review, the Debtors have determined that their Contracts with the Non-Debtor Counterparties identified on Exhibit A are neither necessary nor valuable to their estates and will not be assumed and assigned as part of the Fiat Transaction.

11. Each of the Contracts is an "executory contract" within the meaning of section 365 of the Bankruptcy Code, capable of being rejected by the Debtors. To the extent that any Contract already has expired or been terminated, it is included herein out of an abundance of caution.

## Argument

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). Courts routinely approve motions to assume, assume and assign or reject executory contracts upon a showing that the debtor's decision to take such action will benefit the debtor's estate and is an exercise of sound business judgment. See Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1099 (2d Cir. 1993) (stating that section 365 of the Bankruptcy Code "permits the trustee or debtor-in-possession, subject to the approval of the bankruptcy court, to go through the inventory of executory contracts of the debtor and decide which ones it would be beneficial to adhere to and which ones it would be beneficial to reject."); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); In re Gucci, 193 B.R. 411, 415 (S.D.N.Y. 1996) ("A bankruptcy court reviewing a trustee's decision to assume or reject an executory contract should apply its 'business judgment' to determine if it would be beneficial or burdensome to the estate to assume it.").

13. Courts generally will not second-guess a debtor's business judgment concerning the assumption or rejection of an executory contract. See In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) ("[A] court will ordinarily defer to the business judgment of the debtor's management"); accord Phar-Mor, Inc. v. Strouss Bldg. Assocs., 204 B.R. 948, 951-52 (Bankr. N.D. Ohio 1997) ("Whether an executory contract is 'favorable' or 'unfavorable' is left to the sound business judgment of the debtor . . . . Courts should generally defer to a debtor's decision whether to reject an executory contract."). The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the



executory contract will benefit a debtor's estate. See, e.g., Bregman v. Meehan (In re Meehan), 59 B.R. 380, 385 (E.D.N.Y. 1986) ("The business judgment test is a flexible one . . . . The primary issue under the business judgment test is whether rejection of the contract would benefit general unsecured creditors."); In re Helm, 335 B.R. 528, 538 (Bankr. S.D.N.Y. 2006) ("To meet the business judgment test, the debtor in possession must establish that rejection will benefit the estate."); Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.), 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996) ("In reviewing a debtor's decision to assume or reject an executory contract, the court must examine the contract and circumstances and apply its best 'business judgment' to determine if the assumption or rejection would be beneficial or burdensome to the estate.").

14. As noted above, New Chrysler has determined not to accept an assignment of Contracts with any of the Non-Debtor Counterparties in connection with the Fiat Transaction. In addition, following the consummation of the Fiat Transaction, the Debtors are in the process of winding down their business affairs and have no further need for the goods or services that otherwise would be provided pursuant to the Contracts. As such, the Debtors have determined that the Contracts provide no ongoing benefits to their estates. Moreover, the Debtors have determined that the Contracts do not have any realizable value in the marketplace.

15. Courts that have permitted retroactive rejection generally have permitted rejection of an executory contract to be effective as of the date on which the nondebtor party to the executory contract was given definitive notice of the debtor's intent to reject. See, e.g., In re Loewen Group Int'l, Inc., No. 99 1244 (PJW) (Bankr. D. Del. Aug. 18, 2000) (authorizing rejection effective as of the date of the filing of the rejection motion). Generally, the Non-Debtor

Counterparties received notice of the Debtors' intent to reject the Contracts upon the filing and service of this Motion.

16. Accordingly, in the sound exercise of their business judgment, the Debtors have determined that the rejection of the Contracts, pursuant to section 365 of the Bankruptcy Code, effective as of the date of this Motion, is in the best interests of their estates and stakeholders.

#### **Notice**

17. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), entered on May 12, 2009, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order), and to the Non-Debtor Counterparties to the Contracts identified in Exhibit A. The Debtors submit that no other or further notice need be provided.

#### **No Prior Request**

18. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 18, 2009  
New York, New York

Respectfully submitted,

/s/ Corinne Ball

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Veerle Roovers  
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ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

**EXHIBIT A**

**EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**ELEVENTH OMNIBUS ORDER AUTHORIZING THE  
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Eleventh Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"),<sup>1</sup> filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to reject all Contracts with the Non-Debtor Counterparties identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of June 16, 2009.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

## **SCHEDULE 1**



**EXHIBIT A**

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
KARMANN GMBH	KARMANNSTRASSE 1 OSNARBRUECK 49084 GERMANY	50021
KEEP-FILL INC	24400 NORTHLINE ROAD TAYLOR, MI 48180	31848
KENNEDY INDUSTRIES INC	4975 TECHNICAL DRIVE MILFORD, MI 48381	55895
KENWAL STEEL COMPANY	8223 W WARREN DEARBORN, MI 48126	55112
KENWAL STELL COMPANY	201 MISSISSIPPI STREET UNIT 3 GARY, IN 46402-1543	66391
KLINGELNBERG OERLIKON TEC CTR INC	1465 WOODLAND DRIVE SALINE, MI 48176-1259	38654
KORTEN QUALITY SYSTEMS	69210 POWELL P O BOX 210 ROMEO, MI 48065	31981
KRH ENGINEERING	170 EASTON DR SOUTH LYON, MI 48178	58517
KRISHNA MARUTI LIMITED	40 KM NH 8 VILLAGE NARSINGHPUR GURGAON 122001 INDIA	61343
KRYSTAL MARKETING INC	1120 E LONG LAKE ROAD SUITE 200 TROY, MI 48098	86944
LIDKOPING MACHINE TOOLS - AB	4 INDUSTRIAL ROAD MILFORD INDUSTRIAL PLAZA MILFORD, MA 01757	48259
LONE STAR STEEL COMPANY	15660 N DALLAS PARKWAY SUITE 500 DALLAS, TX 75248	58577
LONE STAR TECHNOLOGIES INC	15660 N DALLAS PARKWAY SUITE 500 DALLAS, TX 75248	82352
LORRO INC	13881 W CHICAGO DETROIT, MI 48228	95632
LOWRY COMPUTER PRODUCTS INC	9420 MALTBY RD BRIGHTON, MI 48116	17327
LUNT MANUFACTURING COMPANY INC	601 605 LUNT AVENUE SCHAUMBURG, IL 60193	47896
M K S INSTRUMENTS	6 CHATTUCK ROAD ANDOVER, MA 01810-2979	61708
MAC DONALD S INDUSTRIAL PRODS INC	850 PANNELL STREET N W GRAND RAPIDS, MI 49504	16280
MACOMB PIPE & SUPPLY COMPANY	34400 MOUND ROAD STERLING HEIGHTS, MI 48310	22615
MANTER TECHNOLOGIES CORPORATION	7177 MARINE CITY AIRPORT MARINE CITY, MI 48039	67400
MARKLEVILLE LUMBER COMPANY	STATE ROAD 38 PO BOX 137 MARKLEVILLE, IN 46056	70074
MARUGO RUBBER INDUSTRIES LTD	58 KAMITOMII KURASHIKI JAPAN	35579
MASTER MAILERS	1701 SHEPHERD ST E., #200 WINDSOR, ON N64Y5 CANADA	13071

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
MATRIX TECHNOLOGIES INC	1760 INDIAN WOOD CIRCLE MAUMEE, OH 43537	84767
MC MACHINERY	1500 MICHEAL DRIVE WOOD DALE, IL 60191	21412
MC MASTER-CARR SUPPLY COMPANY	600 N. COUNTYLINE ROAD ELMHURST, IL 60126-2081	61077
MEASUREMENT INSTRUMENTS EAST INC	107 IRON AVENUE P O BOX 163 BLAIRSVILLE, PA 15717	87202
MENDOZA JIMENEZ ADELINA	JORGE WASHINGTON NO. 196-102 COL. MODERNA 3510 MEXICO	51993
MERCHANDISING INCENTIVES CORP	352 OLIVER STREET P.O. BOX 7046 TROY, MI 48007-7046	57886
MICHIGAN BRUSH MFG COMPANY INC	7411 CENTRAL AVENUE DETROIT, MI 48210	63493
MICHIGAN GAGE & MANUFACTURING LLC	44404 PHOENIX DRIVE STERLING HEIGHTS, MI 48314	90881
MICHIGAN INDUSTRIAL CONTROLS INC	2402 GRATIOT AVENUE PORT HURON, MI 48060-2940	90688
MICHIGAN SCIENTIFIC CORPORATION	321 E HURON STREET MILFORD, MI 48381	67889
MIDWAY PRODUCTS CORPORATION	ONE LYMAN E HOYT DR P O BOX 737 MONROE, MI 48161	63600
MILL STEEL COMPANY	5116 36TH STREET S E PO BOX 8827 GRAND RAPIDS, MI 49512-2079	45977
MITSUBISHI HOME OFICE & AUTO INC	500 CORPORATE WOODS PARKWAY VERNON HILLS, IL 60061	76570
MITSUBISHI MATERIALS USA CORP	17401 EASTMAN STREET IRVINE, CA 92614	40253
MONARCH MACHINE TOOL INC	641 NY STATE RT 13 SOUTH BOX 749 CORTLAND, NY 13045-0749	62908
MONTUPET LIMITEE	500 RUE LEGER RIVIERE BEAUDETTE PQ, QC J0P1R0 CANADA	78253
MOPAR NATIONALS INC	21520 NOWLIN P.O. BOX 2303 DEARBORN, MI 48123	33242
MUZAK LIMITED PARTNERSHIP	5750 ENTERPRISE DRIVE WARREN, MI 48092	10201
NATIONAL INDUSTRIAL SUPPLY INC	1201 ROCHESTER ROAD TROY, MI 48083	43311
NATIONAL STEEL CORPORATION	600 GRANT STREET PITTSBURG, PA 15219	39839
NATIONWIDE FENCE	53861 GRATIOT AVENUE CHESTERFIELD, MI 48051	29807
NAVISITE INC	400 MINUTEMAN RD ANDOVER, MA 01810	46047
NICHOLAS PLASTICS INC	11700 48TH AVENUE P O BOX 136 ALLENDALE, MI 49401-0136	36011
NIELSEN MEDIA RESEARCH	150 N MARTINGALE RD SCHAUMBURG, IL 60173	59049

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
NOBLE INTERNATIONAL LTD	33 BLOOMFIELD HILLS PARKWAY SU 155 BLOOMFIELD HILLS, MI 48304	30949
NOBLE-CA	33 BLOOMFIELD HILLS PARKWAY SU 155 BLOOMFIELD HILLS, MI 48304	39662
NOBLE-US	33 BLOOMFIELD HILLS PARKWAY SU 155 BLOOMFIELD HILLS, MI 48304	38416
NOONAN GROUP INC	1700 W BIG BEAVER RD SUITE 225 TROY, MI 48084	52929
NORILSK NICKEL USA	2 PENN CENTER WEST SUITE 330 PITTSBURG, PA 15276	58414
NORMAN LUMBER COMPANY	9651 CLAYTON RD PO BOX 6743 ST LOUIS, MO 63144-1834	52810
NORTH AMERICAN MACHINE & ENG CO	1950 BIRCHWOOD DR TROY, MI 48083	19090
NORTHERN INDUSTRIAL PRODUCTS CORP	20380 CORNILLIE DRIVE PO BOX 636 ROSEVILLE, MI 48066	70075
NORTON EQUIPMENT CORPORATION	203 E ADRIAN BLISSFIELD, MI 49228-1301	68299
NOVEM CAR INTERIOR DESIGN	7610 MARKET ST CANTON, MI 48187	52449
NOVITA TECHNOLOGIES	166 MOLLY WALTON HENDERSONVILLE, TN 37075	61597
NUM CORPORATION	603 E DIEHL ROAD SUITE 115 NAPERVILLE, IL 60563-1477	90148
NUTEK	26100 AMERICAN DR SUITE 401 SOUTHFIELD, MI 48034	41868
NYLONCRAFT INC	616 WEST MCKINLEY AVE MISHAWAKA, IN 46545	62037
OESTERLESER GMBH	SIEMENSSTRABE 6 8 ASPACH 71546 GERMANY	58717
OHIO TRANSMISSION & PUMP	1221 HULMAN STREET P O BOX 2181 TERRE HAUTE, IN 47802	32422
OLYMPIC LASER PROCESSING	6331 SCHOONER DRIVE BELLEVILLE, MI 48111	45168
OMEGA ENGINEERING INC	ONE OMEGA DRIVE P O BOX 4047 STAMFORD, CT 06907-0047	71448
OMNI FACILITY SERVICES	8720 W NINE MILE ROAD OAK PARK, MI 48237	15353
OMNI-TECH SALES	31189 SCHOOLCRAFT ROAD LIVONIA, MI 48150	98170
OPTICAL MEASUREMENTS INC	1900 E. 14 MILE ROAD MADISON HEIGHTS, MI 48071	45935
ORTECH	2806 N. INDUSTRIAL ROAD KIRKSVILLE, MO 63501	52223
OWENS TECHNICAL COLLEGE	OREGON ROAD TOLEDO, OH 43699	75228
PAR-FOAM PRODUCTS INC	239 VAN RENSSELAER STREET BUFFALO, NY 14210	44257

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
PARTS PEDDLER AUTO SUPP STORES	1414 S MAIN STREET CHELSEA, MI 48118-1419	21459
PAT PRECISION INC	11048 HI TECH DRIVE WHITMORE LAKE, MI 48189	55058
PEBCO SALES INC	22797 MORELLI DRIVE CLINTON TOWNSHIP, MI 48036	76391
PEORIA DISPOSAL COMPANY	4700 W STERLING P O BOX 9071 PEORIA, IL 61615-3652	17892
PEPPERL & FUCHS INC	1600 ENTERPRISE PARKWAY TWINSBURG, OH 44087-2245	33813
PETERS MANUFACTURING COMPANY	215 SHERMAN STREET PO BOX 1673 VASSAR, MI 48768	41750
PHILLIPS PLASTICS CORPORATION	SEVEN LONG LAKE DRIVE PHILLIPS, WI 54555	38593
PLASTECH ENGINEERED PRODUCTS	1810 W 20TH STREET ERIE, PA 16502-2001	36946
PLAS-TECH ENGINEERED PRODUCTS INC	33195 HARPER AVENUE ST CLAIR SHORES, MI 48082-1025	31726
PLASTIC MASTERS INC	18300 USHIGHWAY 12 NEW BUFFALO, MI 49117	64124
PRECISE MACHINE & TOOL INC	13450 PARKVIEW COURT LOUISVILLE, KY 40223	49576
PRECISION QUINCY CORPORATION	1625 NORTH LAKE SHORE DRIVE WOODSTOCK, IL 60098	17517
PRECISION TOOL REPAIR COMPANY	1815 BELLAIRE ROYAL OAK, MI 48067-1584	72533
PREFERRED PLASTIC	800 EAST BRIDGE STREET PLAINWELL, MI 49080	47166
PREMIER FARNELL ELECTRONICS PLC	FARNELL HOUSE SANDBECK WAY WETHERBY LS22-4DH UNITED KINGDOM	43723
PRESTOLITE ELECTRIC INC	2311 GREEN RD SUITE B ANN ARBOR, MI 48105	73691
PRODUCTION HANDLING SYSTEMS INC	415 EAST STATE ROAD 144 PO BOX 474 FRANKLIN, IN 46131	45839
PRODUCTION TOOL SUPPLY COMPANY-MI	8655 E 8 MILE ROAD P O BOX 987 WARREN, MI 48089-4030	72626
PROGRESSIVE MOULDED PRODUCTS LTD	9024 KEELE STREET CONCORD, ON L4K2N2 CANADA	12050
PROGRESSIVE SWEEPING & CONTRACTORS	455 TERMINAL ROAD TOLEDO, OH 43612	11030
PROTOFAB INC	2835 DALEY TROY, MI 48083-1940	47798
PULLMAN INDUSTRIES INC	100 VETERANS BLVD SOUTH HAVEN, MI 49090	72663
Q3 MANSFIELD INC	25 RUPP ROAD MANSFIELD, OH 44901	43643
QC ONICS VENTURES LP	1410 WOHLERT ST PO BOX 329 ANGOLA, IN 46703	50108

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
QINGDAO METEOR RUBBER & PLASTIC CO	TAICHANG RD ZHONGYUN DVLPT ZONE JIAOZHOU 266300 CHINA	61167
R & M AIR SYSTEMS	2000 OAKLEY PARK ROAD SUITE 205A WALLED LAKE, MI 48390	80793
R&R TEXTILES INC	4187 HWY 411 ETON, GA 30724	49415
RAN ENTERPRISES INC	5062 KENDRICK COURT S E GRAND RAPIDS, MI 49512	94479
RAYHAVEN EQUIPMENT COMPANY INC	22122 TELEGRAPH ROAD SOUTHFIELD, MI 48034	78103

**EXHIBIT B**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
-----X	:	

**ELEVENTH OMNIBUS ORDER AUTHORIZING THE  
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Eleventh Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"),<sup>1</sup> filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.



1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to reject all Contracts with the Non-Debtor Counterparties identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of June 16, 2009.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

## **SCHEDULE 1**

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
KARMANN GMBH	KARMANNSTRASSE 1 OSNARBRUECK 49084 GERMANY	50021
KEEP-FILL INC	24400 NORTHLINE ROAD TAYLOR, MI 48180	31848
KENNEDY INDUSTRIES INC	4975 TECHNICAL DRIVE MILFORD, MI 48381	55895
KENWAL STEEL COMPANY	8223 W WARREN DEARBORN, MI 48126	55112
KENWAL STELL COMPANY	201 MISSISSIPPI STREET UNIT 3 GARY, IN 46402-1543	66391
KLINGELNBERG OERLIKON TEC CTR INC	1465 WOODLAND DRIVE SALINE, MI 48176-1259	38654
KORTEN QUALITY SYSTEMS	69210 POWELL P O BOX 210 ROMEO, MI 48065	31981
KRH ENGINEERING	170 EASTON DR SOUTH LYON, MI 48178	58517
KRISHNA MARUTI LIMITED	40 KM NH 8 VILLAGE NARSINGHPUR GURGAON 122001 INDIA	61343
KRYSTAL MARKETING INC	1120 E LONG LAKE ROAD SUITE 200 TROY, MI 48098	86944
LIDKOPING MACHINE TOOLS - AB	4 INDUSTRIAL ROAD MILFORD INDUSTRIAL PLAZA MILFORD, MA 01757	48259
LONE STAR STEEL COMPANY	15660 N DALLAS PARKWAY SUITE 500 DALLAS, TX 75248	58577
LONE STAR TECHNOLOGIES INC	15660 N DALLAS PARKWAY SUITE 500 DALLAS, TX 75248	82352
LORRO INC	13881 W CHICAGO DETROIT, MI 48228	95632
LOWRY COMPUTER PRODUCTS INC	9420 MALTBY RD BRIGHTON, MI 48116	17327
LUNT MANUFACTURING COMPANY INC	601 605 LUNT AVENUE SCHAUMBURG, IL 60193	47896
M K S INSTRUMENTS	6 CHATTUCK ROAD ANDOVER, MA 01810-2979	61708
MAC DONALD S INDUSTRIAL PRODS INC	850 PANNELL STREET N W GRAND RAPIDS, MI 49504	16280
MACOMB PIPE & SUPPLY COMPANY	34400 MOUND ROAD STERLING HEIGHTS, MI 48310	22615
MANTER TECHNOLOGIES CORPORATION	7177 MARINE CITY AIRPORT MARINE CITY, MI 48039	67400
MARKLEVILLE LUMBER COMPANY	STATE ROAD 38 PO BOX 137 MARKLEVILLE, IN 46056	70074
MARUGO RUBBER INDUSTRIES LTD	58 KAMITOMII KURASHIKI JAPAN	35579
MASTER MAILERS	1701 SHEPHERD ST E., #200 WINDSOR, ON N64Y5 CANADA	13071

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
MATRIX TECHNOLOGIES INC	1760 INDIAN WOOD CIRCLE MAUMEE, OH 43537	84767
MC MACHINERY	1500 MICHEAL DRIVE WOOD DALE, IL 60191	21412
MC MASTER-CARR SUPPLY COMPANY	600 N. COUNTYLINE ROAD ELMHURST, IL 60126-2081	61077
MEASUREMENT INSTRUMENTS EAST INC	107 IRON AVENUE P O BOX 163 BLAIRSVILLE, PA 15717	87202
MENDOZA JIMENEZ ADELINA	JORGE WASHINGTON NO. 196-102 COL. MODERNA 3510 MEXICO	51993
MERCHANDISING INCENTIVES CORP	352 OLIVER STREET P.O. BOX 7046 TROY, MI 48007-7046	57886
MICHIGAN BRUSH MFG COMPANY INC	7411 CENTRAL AVENUE DETROIT, MI 48210	63493
MICHIGAN GAGE & MANUFACTURING LLC	44404 PHOENIX DRIVE STERLING HEIGHTS, MI 48314	90881
MICHIGAN INDUSTRIAL CONTROLS INC	2402 GRATIOT AVENUE PORT HURON, MI 48060-2940	90688
MICHIGAN SCIENTIFIC CORPORATION	321 E HURON STREET MILFORD, MI 48381	67889
MIDWAY PRODUCTS CORPORATION	ONE LYMAN E HOYT DR P O BOX 737 MONROE, MI 48161	63600
MILL STEEL COMPANY	5116 36TH STREET S E PO BOX 8827 GRAND RAPIDS, MI 49512-2079	45977
MITSUBISHI HOME OFICE & AUTO INC	500 CORPORATE WOODS PARKWAY VERNON HILLS, IL 60061	76570
MITSUBISHI MATERIALS USA CORP	17401 EASTMAN STREET IRVINE, CA 92614	40253
MONARCH MACHINE TOOL INC	641 NY STATE RT 13 SOUTH BOX 749 CORTLAND, NY 13045-0749	62908
MONTUPET LIMITEE	500 RUE LEGER RIVIERE BEAUDETTE PQ, QC J0P1R0 CANADA	78253
MOPAR NATIONALS INC	21520 NOWLIN P.O. BOX 2303 DEARBORN, MI 48123	33242
MUZAK LIMITED PARTNERSHIP	5750 ENTERPRISE DRIVE WARREN, MI 48092	10201
NATIONAL INDUSTRIAL SUPPLY INC	1201 ROCHESTER ROAD TROY, MI 48083	43311
NATIONAL STEEL CORPORATION	600 GRANT STREET PITTSBURG, PA 15219	39839
NATIONWIDE FENCE	53861 GRATIOT AVENUE CHESTERFIELD, MI 48051	29807
NAVISITE INC	400 MINUTEMAN RD ANDOVER, MA 01810	46047
NICHOLAS PLASTICS INC	11700 48TH AVENUE P O BOX 136 ALLENDALE, MI 49401-0136	36011
NIELSEN MEDIA RESEARCH	150 N MARTINGALE RD SCHAUMBURG, IL 60173	59049

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
NOBLE INTERNATIONAL LTD	33 BLOOMFIELD HILLS PARKWAY SU 155 BLOOMFIELD HILLS, MI 48304	30949
NOBLE-CA	33 BLOOMFIELD HILLS PARKWAY SU 155 BLOOMFIELD HILLS, MI 48304	39662
NOBLE-US	33 BLOOMFIELD HILLS PARKWAY SU 155 BLOOMFIELD HILLS, MI 48304	38416
NOONAN GROUP INC	1700 W BIG BEAVER RD SUITE 225 TROY, MI 48084	52929
NORILSK NICKEL USA	2 PENN CENTER WEST SUITE 330 PITTSBURG, PA 15276	58414
NORMAN LUMBER COMPANY	9651 CLAYTON RD PO BOX 6743 ST LOUIS, MO 63144-1834	52810
NORTH AMERICAN MACHINE & ENG CO	1950 BIRCHWOOD DR TROY, MI 48083	19090
NORTHERN INDUSTRIAL PRODUCTS CORP	20380 CORNILLIE DRIVE PO BOX 636 ROSEVILLE, MI 48066	70075
NORTON EQUIPMENT CORPORATION	203 E ADRIAN BLISSFIELD, MI 49228-1301	68299
NOVEM CAR INTERIOR DESIGN	7610 MARKET ST CANTON, MI 48187	52449
NOVITA TECHNOLOGIES	166 MOLLY WALTON HENDERSONVILLE, TN 37075	61597
NUM CORPORATION	603 E DIEHL ROAD SUITE 115 NAPERVILLE, IL 60563-1477	90148
NUTEK	26100 AMERICAN DR SUITE 401 SOUTHFIELD, MI 48034	41868
NYLONCRAFT INC	616 WEST MCKINLEY AVE MISHAWAKA, IN 46545	62037
OESTERLESER GMBH	SIEMENSSTRABE 6 8 ASPACH 71546 GERMANY	58717
OHIO TRANSMISSION & PUMP	1221 HULMAN STREET P O BOX 2181 TERRE HAUTE, IN 47802	32422
OLYMPIC LASER PROCESSING	6331 SCHOONER DRIVE BELLEVILLE, MI 48111	45168
OMEGA ENGINEERING INC	ONE OMEGA DRIVE P O BOX 4047 STAMFORD, CT 06907-0047	71448
OMNI FACILITY SERVICES	8720 W NINE MILE ROAD OAK PARK, MI 48237	15353
OMNI-TECH SALES	31189 SCHOOLCRAFT ROAD LIVONIA, MI 48150	98170
OPTICAL MEASUREMENTS INC	1900 E. 14 MILE ROAD MADISON HEIGHTS, MI 48071	45935
ORTECH	2806 N. INDUSTRIAL ROAD KIRKSVILLE, MO 63501	52223
OWENS TECHNICAL COLLEGE	OREGON ROAD TOLEDO, OH 43699	75228
PAR-FOAM PRODUCTS INC	239 VAN RENSSELAER STREET BUFFALO, NY 14210	44257

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PARTS PEDDLER AUTO SUPP STORES	1414 S MAIN STREET CHELSEA, MI 48118-1419	21459
PAT PRECISION INC	11048 HI TECH DRIVE WHITMORE LAKE, MI 48189	55058
PEBCO SALES INC	22797 MORELLI DRIVE CLINTON TOWNSHIP, MI 48036	76391
PEORIA DISPOSAL COMPANY	4700 W STERLING P O BOX 9071 PEORIA, IL 61615-3652	17892
PEPPERL & FUCHS INC	1600 ENTERPRISE PARKWAY TWINSBURG, OH 44087-2245	33813
PETERS MANUFACTURING COMPANY	215 SHERMAN STREET PO BOX 1673 VASSAR, MI 48768	41750
PHILLIPS PLASTICS CORPORATION	SEVEN LONG LAKE DRIVE PHILLIPS, WI 54555	38593
PLASTECH ENGINEERED PRODUCTS	1810 W 20TH STREET ERIE, PA 16502-2001	36946
PLAS-TECH ENGINEERED PRODUCTS INC	33195 HARPER AVENUE ST CLAIR SHORES, MI 48082-1025	31726
PLASTIC MASTERS INC	18300 USHIGHWAY 12 NEW BUFFALO, MI 49117	64124
PRECISE MACHINE & TOOL INC	13450 PARKVIEW COURT LOUISVILLE, KY 40223	49576
PRECISION QUINCY CORPORATION	1625 NORTH LAKE SHORE DRIVE WOODSTOCK, IL 60098	17517
PRECISION TOOL REPAIR COMPANY	1815 BELLAIRE ROYAL OAK, MI 48067-1584	72533
PREFERRED PLASTIC	800 EAST BRIDGE STREET PLAINWELL, MI 49080	47166
PREMIER FARNELL ELECTRONICS PLC	FARNELL HOUSE SANDBECK WAY WETHERBY LS22-4DH UNITED KINGDOM	43723
PRESTOLITE ELECTRIC INC	2311 GREEN RD SUITE B ANN ARBOR, MI 48105	73691
PRODUCTION HANDLING SYSTEMS INC	415 EAST STATE ROAD 144 PO BOX 474 FRANKLIN, IN 46131	45839
PRODUCTION TOOL SUPPLY COMPANY-MI	8655 E 8 MILE ROAD P O BOX 987 WARREN, MI 48089-4030	72626
PROGRESSIVE MOULDED PRODUCTS LTD	9024 KEELE STREET CONCORD, ON L4K2N2 CANADA	12050
PROGRESSIVE SWEEPING & CONTRACTORS	455 TERMINAL ROAD TOLEDO, OH 43612	11030
PROTOFAB INC	2835 DALEY TROY, MI 48083-1940	47798
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